UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response 16.00

SEC USE ONLY Prefix Serial DATE RECEIVED

Name of Offering (□ check if this is an amendment and name has changed, and indicate change.) New York Life Investment Management Mezzanine Partners, LP							
Filing Under (Check box(es) that apply): Rule 504 Rule 505 X Rule 506 Section	on 4(6) ULOE		55 11				
Type of Filing: X New Filing in Minnesota X Amendment A. BASIC IDENTIFICATION DA	ATA						
Enter the information requested about the issuer	<u> </u>	03059348					
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) New York Life Investment Management Mezzanine Partners, LP (the "Fund")							
7.77	Telephone Number (Including (212) 576-6500	Area Code)					
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including	g Area Code)					
Brief Description of Business							
Investments primarily in certain mezzanine securities. PROCESSED AUG 13 2003							
		AUG 1 3 2003	3				
Type of Business Organization		HOU 1 3 2000					
corporation X limited partnership, already formed other (please specify): business trust limited partnership, to be formed		THOMSON FINANCIAL					
Actual or Estimated Date of Incorporation or Organization: Month Year	Actual Estimated	, , , ,					

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

> > 1 of 8



A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	X General and/or Managing Partner
Full Name (Last name first, it NYLIM Mezzanine GenPar, I	f individual) P (the "General Pa	rtner")	· · · · · · · · · · · · · · · · · · ·		
Business or Residence Addres 51 Madison Avenue, Suite 300	s (Number and Stre	eet, City, State, Zip Code) 10010			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	X General and/or Managing Partner
Full Name (Last name first, it NYLIM Mezzanine GenPar G	individual) P, LLC (the "Gene	ral Partner of the General Pa	rtner")		
Business or Residence Addres 51 Madison Avenue, Suite 300					
Check Box(es) that Apply:	Promoter	Beneficial Owner	X Executive Officer*	Director	General and/or Managing Partner
Full Name (Last name first, if Schumacher, John E.	individual)				
Business or Residence Address 51 Madison Avenue, Suite 300	s (Number and Street), New York, NY	eet, City, State, Zip Code) 10010			
Check Box(es) that Apply:	Promoter	X Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if New York Life Insurance Com					
Business or Residence Address 51 Madison Avenue, New Yor		eet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	X Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Credit Lyonnais	individual)		***************************************		
Business or Residence Address 1301 Avenue of the Americas,					
Check Box(es) that Apply:	Promoter	X Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Samsung Life Insurance Co. Li					
Business or Residence Address c/o Samsung Life Investment (r, New York, NY 10022		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)	 		
* of the General Partner.					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

						B. INF	ORMATI	ON ABOU	r offeri	NG_					
														Yes	No
1. I	Has the	issuer solo	d, or does the	he issuer in	tend to sell,	to non-acci	redited inve	stors in this	offering?			***************************************			X
Answer also in Appendix, Column 2, if filing under ULOE.															
2.	What is	the minim	num investr	nent that w	ill be accept	ed from an	y individua	1?						\$n/a	
														Yes	No
3. I	Does the	e offering	permit join	t ownership	of a single	unit?								X	
 Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remunerat solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated proker or dealer, you may set forth the information for that broker or dealer only. Commissions may be paid to other persons with respect to sales located outside the U.S. 											er or dealer ed persons of				
Full N	ame (L	ast name	first, if indi	vidual)			<u></u>								
Credit	Suisse	First Bosto	on Corpora	tion											
Busine	ess or R	esidence A	Address (Nu	ımber and S	Street, City,	State, Zip	Code)								
11 Ma	dison A	venue, Ne	w York, N	Y 10010											
Name	of Asso	ciated Bro	ker or Dea	ler										·	
States	in Whic	h Person	Listed Has	Solicited or	Intends to	Solicit Puro	hasers								
(Check '	'All States	" or check	individual S	States)			• • • • • • • • • • • • • • • • • • • •				•••••		X All Sta	tes
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-	RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]		
Full Na	ame (La	st name fi	rst, if indiv	idual)											
Busine	ss or Re	sidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	Code)								
Name	of Asso	ciated Bro	ker or Deal	er	· · - · · ·										
States	in Whic	h Person I	isted Has S	Solicited or	Intends to S	Solicit Purc	hasers					<u> </u>			
((Check ".	All States'	or check in	ndividual S	tates)	*******		····						□ All Stat	es
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	RIJ	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]		
Full Na	ame (La	st name fi	rst, if indiv	idual)											
Busine	ss or Re	sidence A	ddress (Nu	mber and S	Street, City,	State, Zip (Code)								
Name of Associated Broker or Dealer															
States i	n Whic	h Person L	isted Has S	olicited or	Intends to S	Solicit Purc	hasers				 ,				
									·····					□ All Stat	es
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•	L)	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]		
	MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]		
	213	ISCI	(SD)	(TN)	ITXI	HIT	(VT)	[VA]	[WA]	ſWVI	rwn	(WY)	[PR]		

Type of Security	Aggregate Offering Price	Amount Airead Sold
Debt	\$0	
Equity	\$0	
□ Common □ Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$600,000,000	
Other (Specify)	\$0	\$0 <u></u> _
Total	\$600,000,000	\$308,750,000
Answer also in Appendix, Column 3, if filing under ULOE.		
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
	Number Investors	Dollar Amour of Purchases
Accredited Investors	11	\$308,750,000
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)		
Answer also in Appendix, Column 4, if filing under ULOE.		
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of Security	Dollar Amour Sold
Type of offering		\$
Rule 505		
Regulation A		
Rule 504		
Total		\$
1. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in his offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees		□ \$*
Printing and Engraving Costs		□ \$*
Legal Fees		□ \$ *
Accounting Fees	••••••	□ \$*
Engineering Fees		□ \$0 <u> </u>
Sales Commissions (specify finders' fees separately)		□ \$ *
Other Expenses (identify) finders' fees		□ \$*

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Enter the aggregate offering price of securities included in this offering and the total amount already sold.

* The Fund will bear its proportionate share of a maximum of \$1 million of legal and other expenses incurred in the formation of the Fund and a parallel fund and the offering of interests in such funds (other than any placement or finder fees). Organizational expenses in excess of this amount, and any placement or finder fees, will be borne by the Manager.

	C. OFFERING PRICE, NUMBER O	F INVESTORS, EXPENSES AND USI	OF PRO	CEEDS					
b.	Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$599,000,000								
5.	. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.								
			Óf Dire	ments to ficers, ctors, & filiates	Payments To Others				
	Salaries and fees	***************************************	X\$9,000	,000*	\$				
	Purchase of real estate		\$		\$				
	Purchase, rental or leasing and installation of machinery and equip	pment	\$		\$				
	Construction or leasing of plant buildings and facilities		\$		\$				
	Acquisition of other businesses (including the value of securities is used in exchange for the assets or securities of another issuer purs	\$		\$					
	Repayment of indebtedness		\$		\$				
	Working capital	\$		\$					
	Other (specify): Investments	\$		X \$590,000,000					
		\$		\$					
	Column Totals		X \$9,000,000		X \$590,000,000				
	Total Payments Listed (columns totals added)		x \$	599,000,000					
	D. FEDERAL SIGNATURE								
an i	sissuer has duly caused this notice to be signed by the undersigned duly undertaking by the issuer to furnish to the U.S. Securities and Exchange 1-accredited investor pursuant to paragraph (b)(2) of Rule 502.								
Issu	ner (Print or Type)	Signature		Date					
New York Life Investment Management Mezzanine Partners, LP				August 5, 2003					
	Tame of Signer (Print or Type) Title of Signer (Print or Type)								
John E. Schumacher Chief Executive Officer of NYLIM Mezzanine GenPar, LP, the general partner of New York Life Investment Management Mezzanine Partners, LP					fe Investment				
* E	* Estimate of first year's management fee assuming capital commitments in the amount of the aggregate offering price.								

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)